

## INTERAGENCY NOTICE OF CHANGE IN CONTROL

### 1. Personal Information

- (a) Name of proposed acquiror(s)

\_\_\_\_\_  
(Last) (First) (Middle--no initials)

- (b) Name and address of insured depository institution or depository institution holding company whose shares are to be acquired:

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City) (State) (Zip Code)

- (c) Name, title/employer, address, telephone number and fax number of person to whom inquiries concerning this notice may be directed:

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Title/Employer)

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City) (State) (Zip Code)

\_\_\_\_\_  
(Telephone Number) (Fax Number)

2. Does this notice represent prior notification to the regulatory agency? \_\_\_\_\_ Yes \_\_\_\_\_ No

If the response is "No", state the nature of the exception upon which the acquiror is relying for an exception to the prior notice requirement. If no exception is available, please discuss the reason(s) that prior notice was not given, and modify the wording of the form as appropriate so as to provide all necessary information related to the transaction.

3. (a) At the institution to be acquired, total number of voting shares authorized: \_\_\_\_\_  
 (b) Total number of voting shares outstanding: \_\_\_\_\_ Existing \_\_\_\_\_ Pro Forma

4. Provide the following information. For any shares registered or to be registered in another name (such as a trust, corporation, or partnership), indicate the names of registered parties, beneficial owners and trustees, as applicable.

Full name and address of each acquiror/transferee	Number of shares now owned, controlled, or held	Number of shares to be purchased by or transferred to the acquiror/transferee	Number of shares after completion of proposal
TOTAL			
Total as percent of shares outstanding	%	%	%

5. Indicate:

- (a) The purchase price(s) per share of shares to be acquired \$ \_\_\_\_\_  
 (b) Total purchase price for the entire proposed transaction \$ \_\_\_\_\_  
 (c) The current book value per share \$ \_\_\_\_\_  
 (d) The current market value per share \$ \_\_\_\_\_  
 (including date and source of information, if available)

6. Discuss the proposal, including the purpose, terms, and conditions of the [proposed] acquisition, and the manner in which the acquisition will be made. Summarize and attach copies of all pertinent documents, such as purchase and sale agreements, shareholder agreements, non-compete agreements, employment contracts, and trust agreements.

7. Provide the following information.

Name of each acquiror/transferee	Total purchase price	Source and amount of funds
	\$	
TOTAL	\$	

- (a) If cash funds will be used, provide copies of checking, savings, or money market account statements. If assets will be liquidated, list those assets and provide a copy of the documents that can verify the timing of such transaction and the amount of the anticipated proceeds.
- (b) If any portion of the funds (or other consideration) for the acquisition will be borrowed, indicate the name of each borrower, name and address of each lender, amount financed, collateral to be pledged, and terms of the transaction, including interest rates, amortization requirements, guarantors, endorsers, co-makers, and any other arrangements, agreements, and understandings between and among the parties. If applicable, submit a copy of any loan commitment letter.
- (c) Indicate the means through which the borrowed funds will be repaid. Provide details if the acquiror will rely on salaries, dividends, fees, or other funds from the insured depository institution or depository institution holding company to be acquired.

8. Provide the following information.

Name of each seller/transferor	Number of shares now held	Number of shares to be sold/transferred	Number of shares after completion of proposal
TOTAL			
Total as percent of total shares outstanding	%	%	%

9. Identify any person or parties employed, retained, or to be compensated by any acquiror, or by any person on behalf of any acquiror, to make solicitations or recommendations to stockholders and thereby assist in the acquisition. Include a description of the terms of such employment, retainer, or arrangement for compensation, and provide a copy of any such agreement or contract.
10. List and provide copies of all invitations, tenders, or advertisements making a tender offer to stockholders for purchase of their stock in connection with the proposed acquisition.
11. Describe in detail any plans or proposals that any acquiror may have to liquidate the insured depository institution or depository institution holding company to be acquired, to sell its assets, to merge it with any company, or to make any other significant change in its business strategy or corporate structure.
12. If changes are contemplated with respect to the board of directors or senior executive officers of the insured

depository institution or depository institution holding company to be acquired, provide a current and pro forma list of officers and directors. The regulatory agency with which this notice has been filed should be contacted to determine the filing and/or other informational requirements associated with changes to the board of directors or senior executive officers, pursuant to Section 32 of the Federal Deposit Insurance Act (12 U.S.C. 1831i).

13. For each acquiror, indicate any positions currently held (director, officer, or employee) in any other insured depository institution or depository institution holding company. Also, indicate if any acquiror directly or indirectly (such as through personal trusts, corporations, or similar arrangements) owns, controls, or has power to vote 10 percent or more of the voting stock of any other insured depository institution or depository institution holding company.

Name of each acquiror/transferee	Name and address of each insured depository institution or depository institution holding company	Position/ Date appointed	Percent ownership of institution

14. If any office of any insured depository institution or depository institution holding company with which the acquiror is currently associated is located in the same geographic market as the subject institution, provide the name and location of each office of such other organization.

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**Privacy Act Notice**

A copy of this document is provided to the appropriate regulatory agency as required under 12 U.S.C. 1817(j) and implementing regulations. The notice, including supporting material, is available to the public upon request under the provisions of the Freedom of Information Act (5 U.S.C. 552). Contact the appropriate regulatory agency for the specific procedures under which the notice would be disclosed to the public. To the extent that it contains personal and financial information concerning individual acquirors of insured depository institutions and depository institution holding companies, the information may be subject to the Privacy Act of 1974 (5 U.S.C. 552a) which provides safeguards for personal information.

This form solicits information that will enable the regulatory agencies to evaluate and make a decision on each proposed change in control under the standards prescribed by the Change in Bank Control Act. Failure to provide information requested in connection with the processing of this notice could result in disapproval of a proposed acquisition or a determination that a complete notice has not been submitted. Any person acquiring control of an insured depository institution or holding company without filing a notice prior to the proposed acquisition may be subject to substantial civil money penalties. The Change in Bank Control Act requires the regulatory agencies processing this notice to furnish copies of this information to other federal and state banking authorities. Where possible violations of laws or regulations are disclosed, relevant information may be made available to other regulatory agencies or other law enforcement or governmental agencies. Identification of parties to a proposed transaction and details of that transaction, to the extent material to the regulatory agency's determination, may be incorporated in orders and notices issued under the Change in Bank Control Act or otherwise made public.

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**CERTIFICATION\***

I certify that the information contained in this notice has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. 1001 and 1007.

Signed this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

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Signature

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Signature

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Print or type name

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Print or type name

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Title (if applicable)

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Title (if applicable)

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\*This notice should be signed by each acquiring party, or by at least two directors, officers, partners, or others authorized to sign on behalf of an acquiring party that is not an individual.